

STATE MS.-DESO TO 00.  
FILED

AUG 2 2 05 PM '99

BK 1134 PG 735  
W.E. DAVIS CH. CLK.**THIS DOCUMENT PREPARED BY, AND  
WHEN RECORDED RETURN TO:**

Captec Financial Group, Inc.  
24 Frank Lloyd Wright Drive  
Lobby L, 4<sup>th</sup> Floor  
Ann Arbor, MI 48106-0544  
Attn: Marcia Neigebauer

Borrower: RGT Foods, Inc.  
Contract No.: 8639

**ASSIGNMENT OF MORTGAGE**

FOR VALUE RECEIVED, CAPTEC FINANCIAL CORPORATION does hereby irrevocably contribute, transfer, grant, bargain, sell, convey and assign to CAPTEC RECEIVABLES FINANCING CORPORATION V, absolutely and not as collateral security, and CAPTEC RECEIVABLES FINANCING CORPORATION V does hereby further irrevocably contribute, transfer, grant, bargain, sell, convey and assign to CAPTEC FRANCHISE TRUST 1999-1, absolutely and not as collateral security, and CAPTEC FRANCHISE TRUST 1999-1 does hereby further irrevocably pledge, transfer, grant a lien on, bargain, sell, convey and assign to NORWEST BANK MINNESOTA, NATIONAL ASSOCIATION, as Indenture Trustee, on behalf of the holders of the Captec Franchise Trust 1999-1, Franchise Receivable Notes Series 1999-1, having an office at 11000 Broken Land Parkway, Columbia, Maryland 21044-3562, its successors and assigns, as collateral security, without recourse or warranty, expressed or implied, all of its right, title and interest in and to those certain instruments described in Exhibit "A" attached hereto, relating to the property described on Exhibit "B" attached hereto, together with the debt secured thereby, and all its right, title and interest in and to the property therein described.

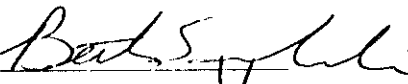
IN WITNESS WHEREOF, this assignment has been duly executed as of June 11, 1999, to be effective as of May 19, 1999.

(Seal)

Witness:

  
A'JENE MAXWELL

Witness:

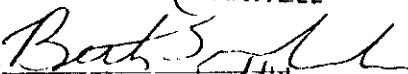
  
Beth Szczechowski

(Seal)

Witness:

  
A'JENE MAXWELL

Witness:

  
Beth Szczechowski

**CAPTEC FINANCIAL CORPORATION**

By:



Name:

**Robert V. Schrader**

Title: Vice President

**CAPTEC RECEIVABLES FINANCING  
CORPORATION V**

By:



Name:

**Robert V. Schrader**

Title: Vice President

**CAPTEC FRANCHISE TRUST 1999-1**  
**By: CAPTEC FINANCIAL GROUP, INC.**  
**AS SERVICER**

(Seal)

Witness:   
A'JENE MAXWELL

Witness:   
Beth Szczechowski

By: 

Name: **Robert V. Schrader**

Title: Vice President

ACKNOWLEDGMENT

STATE OF MICHIGAN       )  
                                   ) SS  
 COUNTY OF WASHTENAW )

Personally appeared before me, the undersigned authority in and for said county and state, on this 11 day of June, 1999, within my jurisdiction, the within named Robert V. Schrader, who acknowledged that he is Vice President of Captec Financial Corporation, a Delaware corporation, and that for and on behalf of the said corporation, and as its act and deed he executed the above and foregoing instrument, after first having been duly authorized by said corporation so to do.

Marcia O. Nelgebauer

Name:  
 Notary Public

MARCIA O. NELGEBAUER  
 Notary Public, Washtenaw County, MI  
 My Commission Expires, June 12, 2002

My Commission Expires: \_\_\_\_\_

ACKNOWLEDGMENT

STATE OF MICHIGAN       )  
                                   ) SS  
 COUNTY OF WASHTENAW )

Personally appeared before me, the undersigned authority in and for said county and state, on this 11 day of June, 1999, within my jurisdiction, the within named Robert V. Schrader, who acknowledged that he is Vice President of Captec Receivables Financing Corporation V, a Delaware corporation, and that for and on behalf of the said corporation, and as its act and deed he executed the above and foregoing instrument, after first having been duly authorized by said corporation so to do.

Marcia O. Nelgebauer

Name:  
 Notary Public

MARCIA O. NELGEBAUER  
 Notary Public, Washtenaw County, MI  
 My Commission Expires, June 12, 2002

My Commission Expires: \_\_\_\_\_

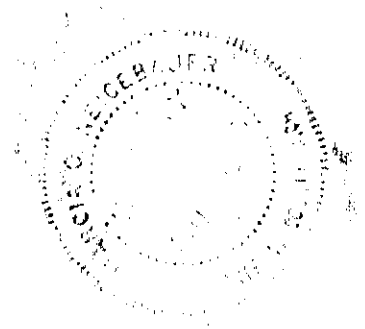
ACKNOWLEDGMENT

STATE OF MICHIGAN       )  
                                  ) SS  
COUNTY OF WASHTENAW )

Personally appeared before me, the undersigned authority in and for said county and state, on this 11 day of June, 1999, within my jurisdiction, the within named Robert V. Schrader, who acknowledged that he is Vice President of Captec Financial Group, Inc., a Michigan corporation and Servicer for Captec Franchise Trust 1999-1, a Delaware business trust, and that for and on behalf of the said trust, and as its act and deed he executed the above and foregoing instrument on behalf of the trust, after first having been duly authorized by said trust so to do.

Marcia O. Nelgebauer  
Name: MARCIA O. NELGEBAUER  
Notary Public Notary Public, Washtenaw County, MI  
My Commission Expires, June 12, 2002

My Commission Expires: \_\_\_\_\_



Loan # 8639

**Exhibit A**

Deed of Trust, Assignment of Rents, Fixture Filing and Security Agreement recorded on December 30, 1998 in Book 1069, Page 0219 in the County Clerk's Office of the County of DeSoto, State of Mississippi.

EXHIBIT B  
Legal Description

979 Stateline Road  
Southaven, MS 38637

TRACT I

DeSoto County, Mississippi:

Part of the Northeast Quarter of Section 23, Township 1, South, Range 8 West, in DeSoto County, Mississippi, being more particularly described as follows:

BEGINNING at a point in the southerly line of State Line Road (80 feet wide) a distance of 352.50 feet westwardly from the northwest corner of Lot 1 of Whitehaven Village Subdivision as recorded in Plat Book 1, Page 40, in the Office of the Chancery Court Clerk of DeSoto County, Mississippi; thence South 5 degrees 57 minutes East a distance of 263.22 feet to a point; thence South 84 degrees 27 minutes West a distance of 100.0 feet to a point; thence North 5 degrees 57 minutes West a distance of 263.22 feet to a point in the southerly line of State Line Road; thence North 84 degrees 27 minutes East along the southerly line of State Line Road a distance of 100.0 feet to the point of beginning.

TRACT II

Begin at an iron stake in the southerly line of State Line road at the northeast corner of the herein described tract, said point being South 84 degrees 27 minutes 00 seconds West 651.75 feet and South 5 degrees 58 minutes 57 seconds East 40.00 feet from the accepted Northeast corner of the Northeast Quarter of Section 23, Township 1 South, Range 8 West, said point being also the True Point of Beginning for the herein described tract; thence South 5 degrees 58 minutes 57 seconds East 262.85 feet to an iron stake (found) in the northerly line of Lot No. 2, Section "A" Rainbow Village Subdivision (Book 5, Pages 14 and 15); thence south 84 degrees 25 minutes 21 seconds West 92.00 feet with the northerly lines of Lots No. 2 and 3 of said Section "A" of said subdivision to an iron stake (found) at the southeast corner of the Taco Bell tract, a California corporation (Book 145, Page 517); thence North 05 degrees 58 minutes 56 seconds West 262.89 feet along the easterly line of said Taco Bell tract to an iron stake (found) in the southerly line of State Line Road at the northeast corner of said tract; thence North 84 degrees 27 minutes 00 seconds East 92.00 feet with the southerly line of said Road to the point of beginning containing 0.5552, more or less, acres of land.